

**WRITTEN CONSENT OF  
THE SOLE MANAGING MEMBER OF  
SPARCNET LLC**

The undersigned, being the sole managing member (the "**Managing Member**") of **SPARCNET LLC**, an Alabama limited liability company (the "**Company**"), does hereby consent to adoption of the following resolutions in accordance with the Alabama Limited Liability Company Act of 2019, Ala. Code § 10A-5A-1.01 *et seq.*, and the Limited Liability Company Agreement of the Company, by this Written Consent in lieu of a meeting:

**NOW, THEREFORE, BE IT RESOLVED**, that it is desirable and in the best interests of the Company, its Managing Member, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (the "**Chapter 7 Case**") under the provisions of chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 *et seq.* in the United States Bankruptcy Court for the Northern District of Alabama or other court of competent jurisdiction.

**RESOLVED FURTHER**, that the Managing Member is hereby authorized, empowered, and directed on behalf of the Company to execute and file all petitions, schedules, motions, lists, applications, pleadings, and any other motions, papers, agreements, consents, or documents, and to take any and all action that he deems necessary, appropriate, or desirable to obtain such relief in connection with the Company's Chapter 7 Case.

**RESOLVED FURTHER**, that the Managing Member is hereby authorized, empowered, and directed to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that the Managing Member deems necessary, appropriate, or desirable in connection with the Company's Chapter 7 Case.

**RESOLVED FURTHER**, that the Managing Member is authorized, empowered, and directed to take any and all further actions and to execute and deliver any and all further instruments and documents and to pay all necessary expenses to fully carry out the intent and accomplish the purposes of the resolutions set forth herein.

**RESOLVED FURTHER**, that all actions taken by the Company prior to the date hereof related to the resolutions set forth herein are hereby in all aspects ratified, confirmed, and approved.

**IN WITNESS WHEREOF**, the undersigned has executed this Written Consent on  
10 / 22 / 2020 .



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Name: Thomas L. Conner, Managing Member

**BEING THE SOLE MANAGING MEMBER OF  
SPARCNET LLC**